

RECEIVED

SEP 7 10 32 AM '78

I.C.C.
FEE OPERATION BR.

TEXAS COMMERCE BANK

NATIONAL ASSOCIATION

RECORDATION NO. 9685

Filed & Recorded

SEP 7 1978 10 25 AM

INTERSTATE COMMERCE COMMISSION

TERRY A. PRUDEN
Vice PresidentP. O. Box 2558
Houston, Texas 77001

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INTERSTATE COMMERCE COMMISSION

Secretary of Interstate
Commerce Commission
Washington, D.C. 20423

Date SEP 7 1978

Fee \$ 240

CC Washington, D.C.

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Section 1116 of Title 49 of the Code of Federal Regulations, there is submitted herewith for filing and recordation a Security Agreement, and a Bill of Sale of the railroad tank cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of a Security Agreement dated July 26, 1978, and a Supplement to Security Agreement dated August 21, 1978, by and between Texas Commerce Bank National Association and Douglass Equipment Leasing Company; and
2. Three (3) executed counterparts of Bills of Sale dated June 15, 1978, and June 26, 1978, and August 29, 1978, between Richmond Tank Car Company and Douglass Equipment Leasing Company.

Also enclosed is a check in the amount of \$240.00 [\$50 for Security Agreement and \$10 apiece for each additional document filed] for payment of the recordation fee.

The address of the mortgagor, Douglass Equipment Leasing Company, is P. O. Box 13197, Houston, Texas 77019, and the address of the mortgagee, Texas Commerce Bank National Association, is 712 Main Street, Houston, Texas 77002.

Please return an original counterpart of each of the enclosed instruments, with filing data noted thereon, to the undersigned officer in care of Texas Commerce Bank National Association at the above address. If you need additional information with regard to these instruments or this transaction, please contact the undersigned. Thank you kindly for your attention to this matter.

Very truly yours,

TEXAS COMMERCE BANK
NATIONAL ASSOCIATION

By

Terry A. Pruden

Terry A. Pruden, Vice President



9685-C
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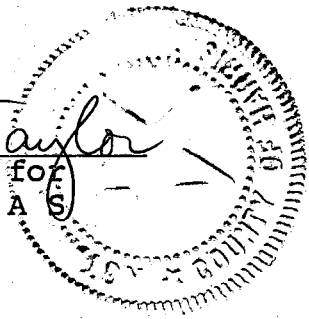
STATE OF TEXAS S

COUNTY OF HARRIS S

INTERSTATE COMMERCE COMMISSION

I, the undersigned authority, hereby certify that
the attached document is a true, correct and complete copy
of the original thereof.

Judith B. Taylor
Notary Public in and for
Harris County, TEXAS



My commission expires:

4/28/79

BILL OF SALE

THIS AGREEMENT dated this 26.. day of ..June....., 1978 is by and between Richmond Tank Car Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Douglass Equipment... (hereinafter called "Buyer").

In consideration of \$10.00 ^{Leasing Company} in hand paid and other good and valuable consideration, the receipt of all of which is hereby acknowledged, Seller does hereby sell and convey to Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes, which cars were manufactured by Seller.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances, and Seller further agrees to forever warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

RICHMOND TANK CAR COMPANY

By

Vice President

(SEAL)

ATTEST:

Secretary

THE STATE OF TEXAS }
COUNTY OF HARRIS }

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jim F. Herring of Richmond Tank Car Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Tank Car Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 26 day of June, 1978

Notary Public in and for
Harris County, TEXAS

(SEAL)

ESTELLA ALLDREDGE

Notary Public in and for

Harris County, TEXAS

My term of appointment

Expires November 16, 1979

DOUGLASS EQUIPMENT LEASING COMPANY

QUANTITY

TYPE

CAR NUMBERS

10

23,500 Gallon Capacity
100-Ton Tank Cars

RTMX 12464, 12465,
12466, 12467, 12468,
12469, 12470, 12471,
12472, 12473